

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

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IN RE: DEALER MANAGEMENT  
SYSTEMS ANTITRUST LITIGATION

MDL No. 2817  
Case No. 18 C 864

This Document Relates to:

*Cox Automotive, Inc., et al. v. CDK Global, LLC,*      Hon. Amy J. St. Eve  
Case No. 1:18-cv-1058 (N.D. Ill.)

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**DECLARATION OF DEREK T. HO AND LIST OF EXHIBITS  
IN SUPPORT OF COX AUTOMOTIVE, INC., ET AL.'S  
OPPOSITION TO DEFENDANT CDK GLOBAL, LLC'S MOTION TO DISMISS**

I, Derek T. Ho, declare as follows:

I am a partner with the law firm of Kellogg, Hansen, Todd, Figel & Frederick, P.L.L.C. in Washington, D.C., which represents Plaintiffs Cox Automotive, Inc., Autotrader.com, Inc., Dealer Dot Com, Inc., Dealertrack, Inc., HomeNet, Inc., Kelley Blue Book Co., Inc., vAuto, Inc., VinSolutions, Inc., and Xtime, Inc. (collectively, "Cox") in the above-captioned case. I have been admitted *pro hac vice* to this Court and I respectfully submit this Declaration in Support of Cox's Opposition to the Motion to Dismiss filed by Defendant CDK Global, LLC ("CDK").

1.      The following facts are based on my personal knowledge or on information provided to me. If called upon as a witness, I could and would testify competently to them.

2.      Attached as **Exhibit 1** is a true and correct copy of CDK-2182930 – CDK-2182931, an email chain ending with an email from H. Gardner to R. Workman, et al., dated June 26, 2014.

3.      Attached as **Exhibit 2** is a true and correct copy of CDK-1424529 – CDK-1424532, an email from E. Thornhill to H. Gardner, et al., dated February 25, 2015, attaching a document titled "CDK – Reynolds Kick-Off Meeting Minutes," dated February 20, 2015.

4. Attached as **Exhibit 3** is a true and correct copy of CDK-1974207, an email from J. Douglas to E. Thornhill, dated April 28, 2015.

5. Attached as **Exhibit 4** is a true and correct copy of CDK-0048430, an email from J. Martin to J. Douglas, et al., dated February 10, 2016.

6. Attached as **Exhibit 5** is a true and correct copy of CDK-0855506, an email from T. Gerlich to H. Gardner, dated September 3, 2015.

7. Attached as **Exhibit 6** is a true and correct copy of CDK-0018738 – CDK-0018739, an email chain ending with an email from D. McCray to H. Gardner, et al., dated January 27, 2016.

8. Attached as **Exhibit 7** is a true and correct copy of CDK-0222945 – CDK-0222946, an email chain ending with an email from R. Workman to R. Schaefer and H. Gardner, dated July 3, 2014.

9. Attached as **Exhibit 8** is a true and correct copy of CDK-0774207 – CDK-0774208, an email chain ending with an email from H. Gardner to R. Schaefer, dated January 14, 2015.

10. Attached as **Exhibit 9** is a true and correct copy of CDK-0061228, a PowerPoint presentation titled “Wind Down Strategy.”

11. Attached as **Exhibit 10** is a true and correct copy of CDK-0189652 – CDK-0189654, an email chain ending with an email from J. Douglas to H. Gardner, et al., dated February 9, 2015.

12. Attached as **Exhibit 11** is a true and correct copy of CDK-0602338 – CDK-0602339, an email from S. French to L. Smith, et al., dated November 6, 2014.

13. Attached as **Exhibit 12** is a true and correct copy of CDK-0105062, a PowerPoint presentation titled “Third Party Access Strategy,” dated December 3, 2014.

14. Attached as **Exhibit 13** is a true and correct copy of CDK-0215041 – CDK-0215045, an email chain ending with an email from J. Nosek to J. Lilly, et al., dated March 27, 2014.

15. Attached as **Exhibit 14** is a true and correct copy of CDK-0841087, a PowerPoint presentation titled “Data Services FY17 Business Highlights – November.”


16. Attached as **Exhibit 15** is a true and correct copy of CDK-0248042, a PowerPoint presentation titled “Business Development 3<sup>rd</sup> Party Agreement Quarterly Review Q3 FY17,” dated February 2017.

17. Attached as **Exhibit 16** is a true and correct copy of CDK-0843493 – CDK-0843499, a PowerPoint presentation titled “ZBB Decision Package,” prepared by J. Barr, and dated April 13, 2016.

18. Attached as **Exhibit 17** is a true and correct copy of CDK-0032559 – CDK-0032563, an email chain ending with an email from D. Dillman to M. Noser, et al., dated April 11, 2017.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: April 16, 2018

  
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Derek T. Ho